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Kristin K. Going, Esq.

Attorneys for Manufacturers & Traders Trust Company,
as successor Indenture Trustee, Owner Trustee and Lessor

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
GENERAL MOTORS CORPORATION, <i>et al.</i> ,)	Case No. 09-50026 (REG)
)	
Debtors.)	Jointly Administered
_____)	

**VERIFIED STATEMENT OF MANUFACTURERS AND TRADERS TRUST
COMPANY PURSUANT TO BANKRUPTCY RULE 2019**

1. Manufacturers and Traders Trust Company (“M&T” or the “Successor Trustee”) is a trust company having an address at 25 South Charles Street, 16th Floor, Baltimore, Maryland 21201. The undersigned, Dante M. Monakil, is a Vice President at M&T and is duly authorized to execute this Verified Statement on behalf of M&T.

2. M&T is the successor Indenture Trustee pursuant to that certain:

a. Trust Indenture and Security Agreement (GM 2000A-1) dated as of December 15, 2000, between State Street Bank & Trust Company of Connecticut, National Association, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee;

b. Trust Indenture and Security Agreement (GM 2000A-2) dated as of December 15, 2000, between State Street Bank & Trust Company of Connecticut, National Association, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee;

c. Trust Indenture and Security Agreement (GM 2000A-3) dated as of December 15, 2000, between State Street Bank & Trust Company of Connecticut, National Association, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee.

3. M&T is also the successor Owner Trustee and UTI Trustee pursuant to that certain Trust Agreement (GM Facilities Trust No. 1999-1) dated as of May 28, 1999 by and among Security Pacific Leasing Corp., Lease Plan North America, Inc., Norddeutsche Landesbank Girozentrale, Baycrische Landesbank Girozentrale and Wilmington Trust Company.

4. In accordance with Bankruptcy Rule 2019(a), M&T submits the following Verified Statement:

- a. The respective names and addresses of the holders of the Certificates are maintained by the Successor Trustee, appointed as the repository of a master list of the names and addresses of the Holders of the Certificates accordance with the provisions of the Indentures. The names and addresses of the holders of the Certificates may be furnished to any party-in-interest who is otherwise entitled (pursuant to the Certificates, the Indentures, the Agreements or applicable law) to such

information and in accordance with appropriate orders as may be entered herein. The identities of the holders of the Certificates may change from time to time, during the course of the proceedings of this case;

- b. The claims held by the holders of the Certificates are in the nature of money loaned, all as evidenced by the Certificates, the Indentures and the Agreements;
- c. As of the date of the filing of the original petition herein (the "Petition Date"), the Company was and still is indebted pursuant to the Trust Indenture and Security Agreements dated as of December 15, 2000 in the aggregate principal amount of \$107,520,000.00 plus pre-petition and post-petition interest and certain costs and fees;
- d. As of the Petition Date, the Company was and still is indebted pursuant to the GM Facilities Trust No. 1999-1 in the aggregate principal amount of \$19,177,275.96 plus pre-petition and post-petition interests and certain costs and fees; and
- e. The Successor Trustee does not own any of the Certificates (although the Successor Trustee may hold some Certificates as custodian for others who are the beneficial owners) and the Trustee holds only: (1) as Successor Trustee for the benefit of the holders of the Certificates, the claims or interests under the Indentures and the Agreements; and (2) the claims for expenses and liabilities incurred by the Trustee under the Indentures and the Agreements.

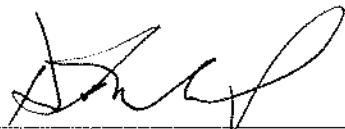
5. In addition to its rights to take actions in its own name and as trustee of an express trust to collect on the claims of the holders of the Certificates or otherwise as provided in the Indentures or by applicable law, the Successor Trustee has claims for reimbursement of reasonable fees and expenses (including reasonable fees and expenses of counsel) for pre- and post-petition services and performance of duties under the Indentures and Agreements.

6. The Trustee reserves the right to supplement or amend this statement at any time in the future.

Signed this 18th day of August, 2009

MANUFACTURERS AND TRADERS TRUST
COMPANY, AS SUCCESSOR INDENTURE
TRUSTEE, OWNER TRUSTEE, AND LESSOR

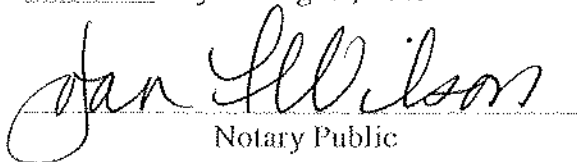
By: _____


Dante M. Monakil
Vice President
Manufacturers and Traders Trust Company
25 South Charles Street
16th Floor
Baltimore, Maryland 21201

State of Delaware)
) SS
County of New Castle)

Then personally appeared before me the above-named Dante M. Monakil, a Vice President of Manufacturers and Traders Trust Company, who did state and acknowledge that Manufacturers and Traders Trust Company, as Trustee, executed the foregoing instruments in its capacity as Indenture Trustee and Owner Trustee, as its free act and deed and to its best knowledge and belief.

Subscribed and Sworn to before me this
18th day of August, 2009


Notary Public

JOAN F. WILSON
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Sept. 23, 2010

CERTIFICATE OF SERVICE

I, Kristin K. Going, hereby certify that on August 18, 2009, the foregoing **VERIFIED STATEMENT OF MANUFACTURERS AND TRADERS COMPANY PURSUANT TO BANKRUPTCY RULE 2019** was filed electronically through the Court's CM/ECF system. Notice of this filing will be sent by operation of the Court's CM/ECF system to all parties indicated on the electronic filing receipt. Parties may access this filing through the Court's electronic CM/ECF system.

/s/ Kristin K. Going